

# PSJ3

## Exhibit 458



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5/1/2014

**-- CONFIDENTIAL --**

**NATIONAL ASSOCIATION OF CHAIN DRUG STORES  
EXECUTIVE COMMITTEE MEETING**

*The Phoenician Hotel  
Scottsdale, AZ*

*April 26, 2014*

**MINUTES**

The Executive Committee of the National Association of Chain Drug Stores met at the Phoenician Hotel in Scottsdale, AZ on April 26, 2014 at 8:00 am. Those in attendance, in addition to presiding Chairman of the Board, Robert J. Narveson, Thrifty White Pharmacy, were the following:

M.E. Griffin, Lewis Drugs, Inc.  
M.C. Kaufmann, Medicine Shoppe International, Inc.  
L.J. Merlo, CVS Caremark Corporation  
C.C. Painter, Kinney Drugs, Inc.  
J. Standley, Rite Aid Corporation  
G.D. Wasson, Walgreen Co. (via telephone)

**Absent:**

J.M. Ortiz, Navarro Discount Drugs

**Staff:**

S.C. Anderson, President & CEO  
D.L. Bell, Senior Vice President, Legal Affairs & General Counsel  
D.M. Fitzsimmons, Senior Vice President, Finance & Administration and Corporate Secretary  
K.D. Jaeger, Senior Vice President, Pharmacy Care & Patient Advocacy  
C.A. Kelly, Senior Vice President, Government Affairs & Public Policy  
C.P. Krese, Senior Vice President Marketing, Communications & Media Relations  
J.A. Whitman, Senior Vice President, Member Programs and Services

**Guests:**

D. Kelly, General Counsel, Dickstein Shapiro LLP  
W. Osborn, Osborn Drugs, Inc.  
T. Theriault, Walgreen Co.

### **Call to Order**

Chairman Narveson called the meeting to order. He reminded the Committee members to adhere to the NACDS antitrust and conflict of interest policies. Ms. Deborah Kelly served as general counsel for the meeting. Mr. Fitzsimmons reported attendance and determined that a quorum was present.

### **Approval of Minutes**

The minutes of the Executive Committee meeting held on March 20, 2014 were unanimously approved.

### **Opening Comments**

Chairman Narveson noted that this is his last meeting as chair of the Executive Committee. He thanked Committee members and NACDS staff for their support during his term as chairman, and the Committee in turn thanked Chairman Narveson for his tireless work on behalf of the industry over the past twelve months.

### **Surescripts Update**

Messrs. Theriault and Osborn provided an update on Surescripts' activities. Mr. Theriault serves as the NACDS board member at Surescripts, and Mr. Osborn is the joint NACDS/NCPA board member. Mr. Theriault distributed a report to each attendee which summarized progress on the CEO executive search, the status of the 2014 price reduction for e-prescribing, and progress against the four pillars of Surescripts' core initiatives. Mr. Theriault reported that Harry Totonis, former CEO of Surescripts, left the company last month. Paul Uhrig has been appointed interim CEO. Mr. Uhrig has been with the company for eight years and has done an outstanding job keeping the staff focused and working with the Surescripts board. Spencer Stuart has been hired to conduct the search for a new CEO. Of the thirteen candidates interviewed thus far, the search has been narrowed to two candidates. The Surescripts board will meet with these candidates during their board meeting on May 12-13, 2014, with the goal of coming to consensus on a final candidate. Two internal candidates have also asked to be considered for the position, and this is also being considered by the search committee.

Mr. Osborn reported that the 25% fee rebate for e-prescribing is moving forward. Staff have been instructed to work out a system to reimburse each customer at 25% of their actual cost. Rebates will go directly to pharmacies.

Mr. Theriault briefly reported on a few key updates around the four pillars of Surescripts current operations: Core E-prescribing, Error Free Messaging, Clinical Interoperability (CI) for Pharmacy, and CI for PBM's. He noted that 73% of office-based physicians use e-prescribing, and 62% of all allowed prescriptions are routed electronically, surpassing 1 billion prescriptions per year. To support CI for Pharmacy, Surescripts became a founding member of Carequality, an initiative launched to drive interoperability among healthcare stakeholders' systems. This gives Surescripts a place in the CI ecosystem, and will enable the new CEO to work up a business case for how much funding to invest in this pillar of the company's activity. Finally, Mr. Theriault reported that the

Surescripts board is creating two new committees – an audit committee and an operating committee. The operating committee will oversee progress against each of the four pillars.

The Committee asked questions of Messrs. Theriault and Osborn regarding their report, and Chairman Narveson thanked them for their fine work in serving on the Surescripts board.

#### **Board Issues- Preliminary Discussion**

Chairman Narveson called for any preliminary discussion of NACDS Board meeting agenda items, or any other issues Committee members wanted to address prior to the Board meeting. A question was raised about hydrocodone rescheduling, and efforts by NACDS and the Healthcare Distribution Management Association (HDMA) to coordinate on a transition plan and on requests for a delay in implementing the new regulations. It was decided to work together with HDMA to request a meeting with Attorney General Holder to discuss the issue and the timetable for a transition to the new rule.

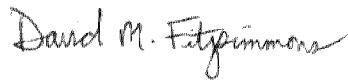
#### **Other Business**

No other business was discussed.

#### **Adjournment**

Chairman Narveson reminded the members that the next Executive Committee meeting will be held via conference call at 11:00 am ET on June 5, 2014. There being no further business to discuss, Chairman Narveson adjourned the meeting at 8:40 am ET.

Respectfully submitted,



David M. Fitzsimmons, Corporate Secretary